

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re)
THE FINANCIAL OVERSIGHT AND) PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,) Title III
As a representative of) No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO)
et al.,) (Jointly Administered)
Debtors.¹)
Re: ECF Dkt. Nos. 9332, 9354, 12907,
14179, 15477, 15481, 15482, 16768, 16769,
16770, 21210, 21343, 21404, 21446, 21447,
21457, 21458, 21514, 21516, 21540, 21727,
21728, 21729, 21828, 21829, 21830, 21997,
22466, 22576
Case No. 17-3566 Dkt. Nos. 724, 873, 967,
1048, 1156
Case No. 17-3567 Dkt. Nos. 657, 770, 920,
952, 1018
Case No. 17-4780 Dkt. Nos. 1786, 1970,
2175, 2487, 2488, 2883, 3037
Hearing date: December 14, 2022, at 9:30 a.m.
(AST)

**FEE EXAMINER'S REPORT ON UNCONTESTED PROFESSIONAL FEE MATTERS
FOR CONSIDERATION IN CONNECTION WITH THE
DECEMBER 14-15, 2022, OMNIBUS HEARING**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

- I. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE FIFTEENTH INTERIM (FEBRUARY 1, 2022-MAY 31, 2022) AND PRIOR COMPENSATION PERIODS**
- II. FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE FINAL FEE PERIOD**
- III. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE FEBRUARY 1, 2023, OMNIBUS HEARING OR A LATER DATE**

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

INTRODUCTION

This week marks yet two more significant milestones. With the HTA Effective Date on December 6, 2022 [Dkt. No. 22999], the **Seventeenth Interim Fee Period** for HTA professionals (October 1-December 6, 2022) has come to a close. It is the last interim period for professionals working on the HTA Title III case. Second, as mediation continues, a proposed plan and disclosure statement for PREPA is expected shortly, with a projected June 2023 confirmation hearing date.² In addition, the approaching end of the calendar year brings the fiscal year of many professionals to a close.

This report addresses previously deferred interim fee applications for periods through and including the **Fifteenth Interim Fee Period** (February 1-May 31, 2022) along with one final fee application. With virtually all PRRADA disclosure issues now resolved,³ the Fee Examiner and counsel have continued to review the interim applications of PRRADA-compliant professionals

² See the December 1, 2022, *Order Concerning 22953 PREPA Mediation Team's Second Notice and Report* [Dkt No. 22954].

³ On November 28, 2022, the U.S. Trustee filed *The United States Trustee's Second Comment and Related Status Report on the Verified Statements of Connections filed by Professionals Under the Puerto Rico Recovery Accuracy in Disclosures Act* [Dkt. No. 22916] (the "U.S. Trustee's Second PRRADA Status Report"). In that report, the U.S. Trustee confirmed that its review is complete for the 60 retained professionals it identified—including three recently retained—and that at least one retained professional has not yet filed its PRRADA disclosures.

for periods through and including the Fifteenth Interim Fee Period.⁴ With this report, another significant subset (39) of interim applications as adjusted is recommended for Court approval. The Fee Examiner anticipates recommending another large group for approval in connection with the February 1, 2023 omnibus hearing.

In total, 63 interim applications—including 32 pre-PRRADA applications⁵—and ten final applications remain listed as deferred. Sixty-seven legal, accounting, or advisory professionals have sought, are seeking, or may seek compensation under Title III.⁶

This report reflects the continued practice of consolidating for review a number of serial interim applications from a single professional. That has been particularly appropriate where the review process has been delayed—whether for data submission problems or omissions, extended negotiations, PRRADA compliance, or adjustments to the review process itself. For one professional, noted in the exhibits to the report, five interim periods have been reviewed together. The consolidation has improved efficiency, reducing the number of confidential letter reports and responses, and it is especially warranted where the professionals have an established, and now familiar, pattern of compliance and billing practices.

⁴As discussed in the *Fee Examiner's Statement Regarding Bonistas Del Patio Motion for Section 503(b) and Plan-Based Payment* [Dkt. No. 22933], filed November 29, 2022, the Fee Examiner has also reviewed submissions from Ducera Partners LLC (“Ducera”) and Davis Polk & Wardwell LLP (“Davis Polk”)—and conducted other related due diligence—in connection with Bonistas’ administrative expense payment request. The Fee Examiner has taken no position on either the threshold legal question of whether Ducera or Davis Polk is entitled to payment for services provided to Bonistas or the application, if any, of PRRADA to those professionals.

⁵ The Fee Examiner’s January 2022 report [Dkt. No. 19911] reported 151 interim applications—spanning nine interim periods and including roughly 40 professionals—that remained pending, all filed prior to PRRADA’s enactment. With the cooperation of most professionals, the Fee Examiner used the PRRADA-imposed delay during 2022 to focus on lagging interim fee applications—whether due to incomplete or missing data submissions or delayed interim fee application submission and review. Accordingly, most (119) of those deferred pre-PRRADA applications have since been resolved and recommended for approval with adjustments.

⁶ In addition to the professionals listed in the U.S. Trustee’s Second PRRADA Status Report, several other professionals have not yet filed fee applications but may seek Title III compensation based on recent court-authorized employment, the submission of monthly statements, or other payment requests.

With effective dates established for all debtors, other than PREPA, a growing number of professionals are filing final fee applications. The threshold requirement remains that each professional's interim application process be complete before the Fee Examiner will review and recommend a final fee application. The accumulation of adjusted interim applications and an initial review of final applications leave little doubt that the questions of rate increases—over the extended length of these proceedings and in periods of both low and high inflation—will be significant and challenging. So, too, will the question of potentially overlapping or duplicative services (viewed in hindsight as well as through interim snapshots). The development, documentation, and dissemination of the Pension Reserve Trust—essential as it is to the Commonwealth plan of adjustment—is but one example.

Again, as a reminder to Retained Professionals, the review timeline set forth in the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20546] (the **Third Amended Compensation Order**") and in the *Order on Motion of the United States Trustee for Amendment of the Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 21334] remains subject to two important caveats:

1. Professionals that have not completed the PRRADA disclosure process may not file interim or final fee applications until the U.S. Trustee has determined their compliance with PRRADA.
2. Whether professionals have completed the PRRADA disclosure process or not, pursuant to section 5(b) of the Third Amended Compensation Order, "no Professional shall file a Final Fee Application until the Fee Examiner has recommended and the

Court has ordered compensation on all of that Professional's Interim Fee Applications.”⁷

FIFTEENTH INTERIM (AND PRIOR) FEE PERIOD APPLICATIONS

With this report, the Fee Examiner:

- Recommends Court approval of the interim fee applications detailed on **Exhibit A** and the final fee application detailed on **Exhibit B**;
- Notifies the Court, consistent with paragraphs 2.h and 2.k of the Third Amended Compensation Order, that the Fee Examiner and the applicants listed on **Exhibit C** and **Exhibit D** are in productive discussions and—to continue their dialogue—have agreed to adjourn consideration of these fee applications to the February 1, 2023, omnibus hearing, or another date convenient for the Court; and
- Notifies the Court, consistent with paragraph 5.b of the Third Amended Compensation Order, that the final fee applications listed on **Exhibit E** will be adjourned until the applicants have substantially completed both the PRRADA disclosure process and the interim fee process.

RELIEF REQUESTED

Once again in the continued absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on **Exhibits A and B**, and permit the deferral of the applications listed on **Exhibits C, D, and E** to the omnibus hearing scheduled for February 1, 2023, or a later date. Attached to this report as **Attachment 1** is a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

⁷ Exhibit E identifies six Final Fee Applications recommended for deferral. Only professionals that have *both* completed the PRRADA disclosure process *and* completed the interim compensation process should file final applications. The Fee Examiner will continue to recommend the deferral of final applications for several reasons, including to facilitate the completion of these prerequisites.

Dated: December 7, 2022.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE LEGAL, LLC

s/ Eyck O. Lugo

Eyck O. Lugo
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Telephone: (787) 522-2000
Facsimile: (787) 522-2010

Puerto Rico Counsel for Fee Examiner

GODFREY & KAHN, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Telephone: (608) 257-3911
Facsimile: (608) 257-0609

Brady C. Williamson (*Pro Hac Vice*)
Fee Examiner

Mark W. Hancock (*Pro Hac Vice Pending*)
Counsel for the Fee Examiner

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EXHIBIT A

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Seventh - Fifteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Seventh Interim Fee Period (June 1 - September 30, 2019)							
Counsel to AAFAF - Commonwealth							
1-a O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54	\$ 95,431.25	\$ 183,905.55	\$ 11,930.41	\$ 5,273,693.29	\$ 171,975.14
<i>Counsel to AAFAF - HTA</i>							
1-b O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87	\$ 1,047.92	\$ 2,178.58	\$ 141.33	\$ 57,909.95	\$ 2,037.25
<i>Counsel to AAFAF - ERS</i>							
1-c O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11	\$ 9,106.05	\$ 56,015.15	\$ 3,633.84	\$ 503,216.06	\$ 52,381.31
<i>Counsel to AAFAF - PREPA</i>							
1-d O'Melveny & Myers [Dkt. No. 9354 and 17-4780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47	\$ 63,538.22	\$ 126,501.00	\$ 8,206.44	\$ 3,511,230.25	\$ 118,294.56
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
Counsel to AAFAF - Commonwealth							
2-a O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71	\$ 65,181.03	\$ 161,626.21	\$ 10,485.10	\$ 3,602,014.68	\$ 151,141.11
<i>Counsel to AAFAF - HTA</i>							
2-b O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05	\$ 3,445.04	\$ 3,277.17	\$ 212.60	\$ 190,379.01	\$ 3,064.57
<i>Counsel to AAFAF - ERS</i>							
2-c O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30	\$ 32,454.30	\$ 46,865.14	\$ 3,040.26	\$ 1,793,480.00	\$ 43,824.88
<i>Counsel to AAFAF - PREPA</i>							
2-d O'Melveny & Myers [17-4780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25	\$ 46,400.06	\$ 145,263.53	\$ 9,423.61	\$ 2,564,146.19	\$ 135,839.92
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
Counsel to AAFAF - Commonwealth							
3-a O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67	\$ 125,583.81	\$ 211,500.79	\$ 13,720.58	\$ 6,939,974.86	\$ 197,780.21
<i>Counsel to AAFAF - ERS</i>							
3-b O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45	\$ 44,189.93	\$ 51,467.03	\$ 3,338.79	\$ 2,442,010.52	\$ 48,128.24
<i>Counsel to AAFAF - HTA</i>							
3-c O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72	\$ 2,402.14	\$ 4,217.61	\$ 273.61	\$ 132,746.58	\$ 3,944.00
<i>Counsel to AAFAF - PREPA</i>							
3-d O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40	\$ 18,416.42	\$ 129,247.99	\$ 8,384.64	\$ 1,017,722.98	\$ 120,863.35
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)							
Counsel to AAFAF - Commonwealth							
4-a O'Melveny & Myers LLP [Dkt. No. 15477]	6/1 - 9/30/2020	\$ 3,523,753.04	\$ 62,631.47	\$ 210,123.92	\$ 13,631.26	\$ 3,461,121.57	\$ 196,492.66
<i>Counsel to AAFAF - ERS</i>							
4-b O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]	6/1 - 9/30/2020	\$ 1,426,389.95	\$ 25,352.77	\$ 74,371.80	\$ 4,824.68	\$ 1,401,037.18	\$ 69,547.12
<i>Counsel to AAFAF - HTA</i>							
4-c O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]	6/1 - 9/30/2020	\$ 88,672.00	\$ 1,576.06	\$ 2,182.88	\$ 141.61	\$ 87,095.94	\$ 2,041.27
<i>Counsel to AAFAF - PREPA</i>							
4-d O'Melveny & Myers LLP [17-4780 Dkt. No. 2487]	6/1 - 9/30/2020	\$ 795,045.59	\$ 14,131.20	\$ 129,247.99	\$ 8,384.64	\$ 780,914.39	\$ 120,863.35
Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)							
Investment Banker and Financial Advisor to FOMB							
5 Citigroup Global Markets Inc. [Dkt. No. 21457]	10/1/2020 - 1/31/2021	\$ 4,840,000.00	\$ -	\$ 10,606.80	\$ 2,624.10	\$ 4,840,000.00	\$ 7,982.70
<i>Counsel to AAFAF - Commonwealth</i>							
6-a O'Melveny & Myers LLP [Dkt. No. 16768]	10/1/2020 - 1/31/2021	\$ 3,401,048.00	\$ 60,450.50	\$ 181,441.88	\$ 11,770.59	\$ 3,340,597.50	\$ 169,671.29
<i>Counsel to AAFAF - ERS</i>							
6-b O'Melveny & Myers LLP [Dkt. No. 16769 and 17-3566 Dkt. No. 1156]	10/1/2020 - 1/31/2021	\$ 712,225.00	\$ 12,659.14	\$ 93,367.41	\$ 6,056.98	\$ 699,565.86	\$ 87,310.43
<i>Counsel to AAFAF - HTA</i>							
6-c O'Melveny & Myers LLP [Dkt. No. 16770 and 17-3567 Dkt. No. 1018]	10/1/2020 - 1/31/2021	\$ 73,920.50	\$ 1,313.87	\$ 4,409.76	\$ 286.07	\$ 72,606.63	\$ 4,123.69

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Seventh - Fifteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Counsel to AAFAF - PREPA</i>							
6-d O'Melveny & Myers LLP [17-4780 Dkt. No. 2488]	10/1/2020 - 1/31/2021	\$ 458,356.00	\$ 8,146.86	\$ 148,074.10	\$ 9,605.94	\$ 450,209.14	\$ 138,468.16
Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
7 Citigroup Global Markets Inc. [Dkt. No. 21458]	2/1/2021 - 5/31/2021	\$ 4,840,000.00	\$ -	\$ 6,660.90	\$ 643.80	\$ 4,840,000.00	\$ 6,017.10
Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
8 Citigroup Global Markets Inc. [Dkt. No. 21727]	6/1/2021 - 9/30/2021	\$ 4,840,000.00	\$ -	\$ 3,859.20	\$ 432.90	\$ 4,840,000.00	\$ 3,426.30
<i>Puerto Rico Counsel to Special Claims Committee</i>							
9 Estrella, LLC [Dkt. No. 21343]	6/1/2021 - 9/30/2021	\$ 286,185.00	\$ 30,267.04	\$ 6,285.99	\$ -	\$ 255,917.96	\$ 6,285.99
Fourteenth Interim Fee Period (October 1, 2021 - January 31, 2022)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
10 Citigroup Global Markets Inc. [Dkt. No. 21728]	10/1/2021 - 1/31/2022	\$ 4,840,000.00	\$ -	\$ 6,099.30	\$ 1,006.80	\$ 4,840,000.00	\$ 5,092.50
<i>Puerto Rico Counsel to Special Claims Committee</i>							
11 Estrella, LLC [Dkt. No. 21210]	10/1/2021 - 3/15/2022	\$ 211,550.50	\$ 22,373.66	\$ -	\$ -	\$ 189,176.84	\$ -
<i>Special Debt Financing Counsel to PREPA</i>							
12 Norton Rose Fulbright US LLP [Dkt. No. 22576 and 17-4780 Dkt. No. 3037]	8/1/2021 - 1/31/2022	\$ 116,951.50	\$ 278.00	\$ -	\$ -	\$ 116,673.50	\$ -
<i>Macroeconomic Consultant to the FOMB</i>							
13 Wolfe, Andrew [Dkt. No. 21446]	10/1/2021 - 1/31/2022	\$ 20,160.00	\$ -	\$ 1,926.72	\$ -	\$ 20,160.00	\$ 1,926.72
Fifteenth Interim Fee Period (February 1, 2022 - May 31, 2022)							
<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>							
14 Bennazar, Garcia & Milan, C.S.P. [Dkt. No. 21829]	2/1/2022 - 5/31/2022	\$ 164,777.50	\$ 1,012.50	\$ 4,512.16	\$ -	\$ 163,765.00	\$ 4,512.16
<i>Puerto Rico Conflicts Counsel to the FOMB - Commonwealth</i>							
15-a Cardona Fernandez, Ileana C. [Dkt. No. 21404]	2/1/2022 - 3/15/2022	\$ 1,665.00	\$ 337.50	\$ -	\$ -	\$ 1,327.50	\$ -
<i>Puerto Rico Conflicts Counsel to the FOMB - PREPA</i>							
15-b Cardona Fernandez, Ileana C. [17-4780 Dkt. No. 2883]	2/1/2022 - 5/31/2022	\$ 11,970.00	\$ -	\$ -	\$ -	\$ 11,970.00	\$ -
<i>Puerto Rico Conflicts Counsel to the Official Committee of Unsecured Creditors</i>							
16 Casillas, Santiago & Torres [Dkt. No. 21514]	2/1/2022 - 3/15/2022	\$ 280,727.00	\$ -	\$ 7,354.74	\$ -	\$ 280,727.00	\$ 7,354.74
<i>Investment Banker and Financial Advisor to FOMB</i>							
17 Citigroup Global Markets Inc. [Dkt. No. 21729]	2/1/2022 - 5/31/2022	\$ 4,840,000.00	\$ -	\$ 4,380.00	\$ -	\$ 4,840,000.00	\$ 4,380.00
<i>Financial Advisor to the Official Committee of Retired Employees</i>							
18 FTI Consulting, Inc. [Dkt. No. 21540]	2/1/2022 - 5/31/2022	\$ 219,899.50	\$ 17,352.50	\$ -	\$ -	\$ 202,547.00	\$ -
<i>Counsel to the Official Committee of Retired Employees</i>							
19 Jenner & Block LLP [Dkt. No. 21828]	2/1/2022 - 5/31/2022	\$ 474,525.68	\$ 41,020.58	\$ 18,072.35	\$ -	\$ 433,505.10	\$ 18,072.35
<i>Communications Advisor to the Official Committee of Unsecured Creditors</i>							
20 Kroma Advertising, Inc. [Dkt. No. 21516]	1/16/2022 - 4/15/2022	\$ 15,000.00	\$ -	\$ -	\$ -	\$ 15,000.00	\$ -
<i>Special Counsel to the FOMB</i>							
21 Luskin, Stern & Eisler LLP [Dkt. No. 22466]	2/1/2022 - 3/15/2022	\$ 10,096.50	\$ -	\$ -	\$ -	\$ 10,096.50	\$ -
<i>Information Agent to the Official Committee of Retired Employees</i>							
22 Marchand ICS Group [Dkt. No. 21830]	2/1/2022 - 5/31/2022	\$ 52,068.00	\$ 38.00	\$ 1,358.02	\$ -	\$ 52,030.00	\$ 1,358.02
<i>Macroeconomic Consultant to the FOMB</i>							
23 Wolfe, Andrew [Dkt. No. 21447]	2/1/2022 - 3/15/2022	\$ 4,410.00	\$ -	\$ 535.00	\$ -	\$ 4,410.00	\$ 535.00

EXHIBIT B

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Application Recommended:

Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Financial Advisor to FOMB</i>							
1 Kroll, LLC, f/k/a Duff & Phelps LLC [Dkt. No. 21997]	11/1/2018 - 7/31/2019	\$ 2,159,097.53	\$ 36,619.00	\$ 57,400.36	\$ -	\$ 2,122,478.53	\$ 57,400.36

EXHIBIT C

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Fifth - Fifteenth Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)							
1-a <i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
Financial Advisors to PREPA							
1-b <i>Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]</i>	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
Sixth Interim Fee Period (February 1 - May 31, 2019)							
2-a <i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
<i>Financial Advisors to PREPA</i>							
2-b <i>Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]</i>	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
<i>Counsel to FOMB</i>							
3 <i>Gierbolini & Carroll Law Offices, PSC [Dkt. No. 8016]</i>	2/1 - 5/31/2019	\$ 19,504.00		\$ 520.00			
<i>Special Counsel to FOMB - PREPA</i>							
4 <i>Nixon Peabody LLP [Dkt. No. 9538]</i>	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
5 <i>PJT Partners LP [Dkt. No. 8014]</i>	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
Seventh Interim Fee Period (June 1 - September 30, 2019)							
6-a <i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			
<i>Financial Advisors to PREPA</i>							
6-b <i>Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]</i>	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
<i>Special Counsel to FOMB - PREPA</i>							
7 <i>Nixon Peabody LLP [Dkt. No. 9539]</i>	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
8 <i>PJT Partners LP [Dkt. No. 9215]</i>	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
9-a <i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 14031]	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
<i>Financial Advisors to PREPA</i>							
9-b <i>Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]</i>	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
<i>Special Counsel to FOMB - PREPA</i>							
10 <i>Nixon Peabody LLP [Dkt. No. 13600]</i>	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
11 <i>PJT Partners LP [Dkt. No. 12401]</i>	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
12-a <i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01			
<i>Financial Advisors to PREPA</i>							
12-b <i>Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343]</i>	2/1 - 5/31/2020	\$ 2,151,665.50		\$ 50,582.41			
<i>Special Counsel to FOMB - PREPA</i>							
13 <i>Nixon Peabody LLP [Dkt. No. 15553]</i>	2/1 - 5/31/2020	\$ 145,126.50		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
14 <i>PJT Partners LP [Dkt. No. 14041]</i>	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86			
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)							
15-a <i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 18095]	6/1 - 9/30/2020	\$ 5,079,515.26		\$ -			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Fifth - Fifteenth Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Financial Advisors to PREPA</i>							
15-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]	6/1 - 9/30/2020	\$ 2,119,759.50		\$ -			
<i>Special Counsel to FOMB - PREPA</i>							
16 Nixon Peabody LLP [Dkt. No. 15554]	6-1 - 9/30/2020	\$ 350,033.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
17 PJT Partners LP [Dkt. No. 15577]	6/1 - 9/30/2020	\$ 5,000,000.00		\$ 2,426.81			
Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)							
<i>Financial Advisors - Commonwealth</i>							
18-a Ankura Consulting Group, LLC [Dkt. No. 18168]	10/1/2020 - 1/31/2021	\$ 4,613,452.36		\$ 68,005.73			
<i>Financial Advisors - PREPA</i>							
18-b Ankura Consulting Group, LLC [Dkt. No. 17831]	10/1/2020 - 1/31/2021	\$ 1,850,867.90		\$ 36,019.70			
<i>Investment Banker and Financial Advisor to FOMB</i>							
19 PJT Partners LP [Dkt. No. 16945]	10/1/2020 - 1/31/2021	\$ 5,000,000.00		\$ -			
Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)							
<i>Financial Advisors - PREPA</i>							
20 Ankura Consulting Group, LLC [Dkt. No. 19189, 19634 and 17-4780 Dkt. No. 2650]	2/1/2021 - 5/31/2021	\$ 5,901,035.25		\$ 196,557.40			
<i>Investment Banker and Financial Advisor to FOMB</i>							
21 PJT Partners LP [Dkt. No. 19494]	2/1/2021 - 5/31/2021	\$ 5,000,000.00		\$ -			
Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)							
<i>Financial Advisors - PREPA</i>							
22 Ankura Consulting Group, LLC [Dkt. No. 22693 and 17-4780 Dkt. No. 3054]	6/1/2021 - 9/30/2021	\$ 2,021,473.70		\$ -			
<i>Claims Counsel to the FOMB - Commonwealth</i>							
23-a Brown Rudnick LLP [Dkt. No. 19321]	6/1/2021 - 9/30/2021	\$ 465,491.50		\$ 1,409.10			
<i>Claims Counsel to the FOMB - ERS</i>							
23-b Brown Rudnick LLP [17-3566 Dkt. No. 1263]	6/1/2021 - 9/30/2021	\$ 800.00		\$ -			
<i>Claims Counsel to the FOMB - PREPA</i>							
23-c Brown Rudnick LLP [17-4780 Dkt. No. 2658]	6/1/2021 - 9/30/2021	\$ 91,691.00		\$ 904.90			
<i>Financial Advisor to FOMB</i>							
24 Ernst & Young LLP [Dkt. No. 21098]	6/1/2021 - 9/30/2021	\$ 9,039,848.45		\$ 40,270.76			
<i>Consultant to FOMB - Commonwealth</i>							
25-a McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21181]	6/1/2021 - 9/30/2021	\$ 5,670,000.00		\$ -			
<i>Consultant to FOMB - HTA</i>							
25-b McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1221]	6/1/2021 - 9/30/2021	\$ 1,240,000.00		\$ -			
<i>Consultant to FOMB - PREPA</i>							
25-c McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 2844]	6/1/2021 - 9/30/2021	\$ 1,306,100.00		\$ -			
<i>Puerto Rico Counsel to the FOMB</i>							
26 O'Neill & Borges LLC [Dkt. No. 22967]	6/1/2021 - 9/30/2021	\$ 392,513.85		\$ 3,460.20			
<i>Investment Banker and Financial Advisor to FOMB</i>							
27 PJT Partners LP [Dkt. No. 19805]	6/1/2021 - 9/30/2021	\$ 5,000,000.00		\$ -			
Fourteenth Interim Fee Period (October 1, 2021 - January 31, 2022)							
<i>Economic Consultant to FOMB - Expert Support</i>							
28-a Brattle Group, Inc., The [Dkt. No. 21871]	10/1/2021 - 1/31/2022	\$ 219,185.50		\$ -			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Fifth - Fifteenth Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Economic Consultant to FOMB</i>							
28-b Brattle Group, Inc., The [Dkt. No. 21873]	10/1/2021 - 1/31/2022	\$ 57,415.37		\$ -			
<i>Claims Counsel to the FOMB - Commonwealth</i>							
29-a Brown Rudnick LLP [Dkt. No. 20904]	10/1/2021 - 1/31/2022	\$ 187,879.00		\$ 1,797.08			
<i>Claims Counsel to the FOMB - ERS</i>							
29-b Brown Rudnick LLP [17-3566 Dkt. No. 1343]	10/1/2021 - 1/31/2022	\$ 1,348.00		\$ 2,676.90			
<i>Claims Counsel to the FOMB - PREPA</i>							
29-c Brown Rudnick LLP [17-4780 Dkt. No. 2816]	10/1/2021 - 1/31/2022	\$ 572,663.00		\$ 26,341.63			
<i>Financial Advisor to the FOMB</i>							
30 Ernst & Young LLP [Dkt. No. 21936]	10/1/2021 - 1/31/2022	\$ 10,926,263.15		\$ 42,630.73			
<i>Consultant to FOMB</i>							
31-a McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21182]	10/1/2021 - 1/31/2022	\$ 5,322,500.00		\$ -			
<i>Consultant to FOMB - HTA</i>							
31-b McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1222]	10/1/2021 - 1/31/2022	\$ 1,185,000.00		\$ -			
<i>Consultant to FOMB - PREPA</i>							
31-c McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 2845]	10/1/2021 - 1/31/2022	\$ 1,661,050.00		\$ -			
<i>Puerto Rico Counsel to the FOMB</i>							
32 O'Neill & Borges LLC [Dkt. No. 22969]	10/1/2021 - 1/31/2022	\$ 358,713.45		\$ 1,131.80			
<i>Investment Banker and Financial Advisor to FOMB</i>							
33 PJT Partners LP [Dkt. No. 22697]	10/1/2021 - 1/31/2022	\$ 5,000,000.00		\$ 3,989.43			
Fifteenth Interim Fee Period (February 1, 2022 - May 31, 2022)							
<i>Economic Consultant to FOMB - House Bill</i>							
34-a Brattle Group, Inc., The [Dkt. No. 21872]	10/1/2021 - 3/15/2022	\$ 78,778.80		\$ -			
<i>Economic Consultant to FOMB - HTA - C6 - Toll Fare Analysis</i>							
34-b Brattle Group, Inc., The [Dkt. No. 22646 and 17-3567 Dkt. No. 1421]	2/1/2022 - 5/31/2022	\$ 429,915.50		\$ 69.65			
<i>Economic Consultant to FOMB - PREPA - C10 - PREPA Mediation/Consulting</i>							
34-c Brattle Group, Inc., The [Dkt. No. 22647 and 17-4780 Dkt. No. 3051]	2/1/2022 - 5/31/2022	\$ 173,215.00		\$ -			
<i>Claims Counsel to the FOMB - Commonwealth</i>							
35-a Brown Rudnick LLP [Dkt. No. 21454]	2/1/2022 - 3/15/2022	\$ 105,453.00		\$ 125.70			
<i>Claims Counsel to the FOMB - ERS</i>							
35-b Brown Rudnick LLP [17-3566 Dkt. No. 1355]	2/1/2022 - 3/15/2022	\$ 914.00		\$ -			
<i>Claims Counsel to the FOMB - PREPA</i>							
35-c Brown Rudnick LLP [17-4780 Dkt. No. 3038]	2/1/2022 - 5/31/2022	\$ 101,003.00		\$ 149.40			
<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>							
36 Continental PLLC [Dkt. No. 22713]	2/15/2022 - 5/31/2022	\$ 199,393.20		\$ 63.96			
<i>Puerto Rico Counsel for PREPA</i>							
37 Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 21898 and 17-4780 Dkt. No. 2929]	10/1/2021 - 5/31/2022	\$ 4,453,997.50		\$ 35,807.43			
<i>Financial Advisor to the FOMB</i>							
38 Ernst & Young LLP [Dkt. No. 21935]	2/1/2022 - 3/15/2022	\$ 3,639,293.65		\$ 40,313.49			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Fifth - Fifteenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
39	<i>Counsel to PREPA</i> King & Spalding LLP [Dkt. No. 21497, 21718, 21719 and 17-4780 Dkt. No. 2891, 2915, 2916]	8/1/2018 - 3/31/2022	\$ 28,212,229.38		\$ 297,297.70			
40	<i>Consultant to FOMB - Commonwealth</i> McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21546]	2/1/2022 - 3/15/2022	\$ 1,560,000.00		\$ -			
41	<i>Financial Advisor for the Mediation Team - PREPA</i> Moelis & Company LLC [Dkt. No. 22153 and 17-4780 Dkt. No. 2952]	4/15/2022 - 5/31/2022	\$ 375,000.00		\$ 24,450.69			
42	<i>Puerto Rico Counsel to the FOMB</i> O'Neill & Borges LLC [Dkt. No. 22971]	2/1/2022 - 5/31/2022	\$ 123,255.45		\$ 607.20			
43	<i>Investment Banker and Financial Advisor to FOMB</i> PJT Partners LP [Dkt. No. 22700]	2/1/2022 - 5/31/2022	\$ 5,000,000.00		\$ 2,153.71			

EXHIBIT D

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Deferred:

Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Financial Advisor to FOMB - Commonwealth</i>							
1-a DiCicco, Gulman & Company LLP. [Dkt. No. 21501]	2/26/2019 - 3/15/2022	\$ 7,328,471.05		\$ -			
<i>Financial Advisor to FOMB - ERS</i>							
1-b DiCicco, Gulman & Company LLP. [17-3566 Dkt. No. 1358]	2/26/2019 - 3/15/2022	\$ 410,888.91		\$ -			
<i>Financial Advisor to FOMB - PBA</i>							
1-c DiCicco, Gulman & Company LLP. [19-5523 Dkt. No. 324]	2/26/2019 - 3/15/2022	\$ 75,187.50		\$ -			
<i>Counsel to AAFAF - COFINA</i>							
2 O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

EXHIBIT E

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Deferred:

Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Claims Counsel to FOMB - Commonwealth</i>							
1-a Brown Rudnick [Dkt. No. 21499]	11/2/2018 - 3/15/2022	TBD		TBD			
<i>Claims Counsel to FOMB - ERS</i>							
1-b Brown Rudnick [17-3566 Dkt. No. 1357]	11/18/2018 - 3/15/2022	TBD		TBD			
<i>Puerto Rico Conflicts Counsel to FOMB</i>							
2 Cardona Fernandez, Ileana C. [Dkt. No. 21500]	4/30/2019 - 3/15/2019	TBD		TBD			
<i>Debtors' Consultant</i>							
3 Deloitte Consulting LLP [Dkt. No. 22895]	8/1/2018 - 1/31/2019	\$ 2,291,428.68		\$ 263,327.78			
<i>Financial Advisor to Debtors</i>							
4 Deloitte Financial Advisory Services LLP [Dkt. No. 22894]	5/3/2017 - 11/30/2019	\$ 23,924,332.83		\$ 1,269,767.31			
<i>Macroeconomic Consultant to the FOMB - Commonwealth</i>							
5 Wolfe, Andrew [Dkt. No. 21453]	8/1/2017 - 3/15/2022	\$ 1,032,404.00		\$ 55,168.53			

ATTACHMENT 1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re)
THE FINANCIAL OVERSIGHT AND)
MANAGEMENT BOARD FOR PUERTO RICO,)
As a representative of)
THE COMMONWEALTH OF PUERTO RICO)
et al.,)
Debtors.¹)
)

) PROMESA
) Title III
) No. 17 BK 3283-LTS
)

) (Jointly Administered)
)

) Re: ECF Dkt. Nos. 9332, 9354, 12907,
14179, 15477, 15481, 15482, 16768, 16769,
16770, 21210, 21343, 21404, 21446, 21447,
21457, 21458, 21514, 21516, 21540, 21727,
21728, 21729, 21828, 21829, 21830, 21997,
22466, 22576
)

) Case No. 17-3566 Dkt. Nos. 724, 873, 967,
1048, 1156
)

) Case No. 17-3567 Dkt. Nos. 657, 770, 920,
952, 1018
)

) Case No. 17-4780 Dkt. Nos. 1786, 1970,
2175, 2487, 2488, 2883, 3037
)

**OMNIBUS ORDER AWARDING: (I.) INTERIM ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE FIFTEENTH INTERIM (FEBRUARY 1, 2022 – MAY 31, 2022)
AND PRIOR COMPENSATION PERIODS; (II.) FINAL ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES FOR THE FINAL FEE PERIOD FOR CERTAIN
PROFESSIONALS**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 9332, 9354, 12907, 14179, 15477, 15481, 15482, 16768, 16769, 16770, 21210, 21343, 21404, 21446, 21447, 21457, 21458, 21514, 21516, 21540, 21727, 21728, 21729, 21828, 21829, 21830, 21997, 22466, 22576 [Case No. 17-3283], 724, 873, 967, 1048, 1156 [Case No. 17-3566], 657, 770, 920, 952, 1018 [Case No. 17-3567], 1786, 1970, 2175, 2487, 2488, 2883, 3037 [Case No. 17-4780], the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A** and **Exhibit B**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20546] (the “**Third Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First*

Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code

Section 105(A) Appointing a Fee Examiner and Related Relief[Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.
3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.
4. The Application listed on the attached **Exhibit B** is GRANTED on a final basis with the adjustments outlined therein. To the extent not already paid pursuant to the Interim

Compensation Order, the Debtors are hereby authorized and directed to pay the Applicant listed on **Exhibit B** 100 percent of the fees and 100 percent of the expenses listed under the columns “Final Fees Recommended for Approval” and “Final Expenses Recommended for Approval.”

5. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit C** and the final applications listed on **Exhibit D** and **Exhibit E** of the report Docket Entry Nos. 640 [Case No. 17-3284] 1263, 1343, 1355, 1357, 1358 [Case No. 17-3566] 1221, 1222, 1421 [Case No. 17-3567], 1137, 1604, 1788, 1977, 2343, 2377, 2650, 2658, 2816, 2844, 2845, 2891, 2915, 2916, 2929, 2952, 3038, 3051, 3054, [Case No. 17-4780], 8014, 8016, 8454, 9215, 9538, 9539, 12180, 12401, 13600, 13725, 14031, 14041, 14924, 15472, 15553, 15554, 15577, 16945, 17831, 18095, 18168, 19189, 19321, 19494, 19634, 19805, 20904, 21098, 21181, 21182, 21453, 21454, 21497, 21499, 21500, 21501, 21546, 21718, 21719, 21871, 21872, 21873, 21898, 21935, 21936, 22153, 22646, 22647, 22693, 22697, 22971, 22700, 22713, 22894, 22895, 22967, 22969 [Case No. 17-3283], 324 [Case No. 19-5523] remain adjourned for consideration at a later hearing date.

6. This Order resolves Docket Entry Nos. 9332, 9354, 12907, 14179, 15477, 15481, 15482, 16768, 16769, 16770, 21210, 21343, 21404, 21446, 21447, 21457, 21458, 21514, 21516, 21540, 21727, 21728, 21729, 21828, 21829, 21830, 21997, 22466, 22576 [Case No. 17-3283], 724, 873, 967, 1048, 1156 [Case No. 17-3566], 657, 770, 920, 952, 1018 [Case No. 17-3567], 1786, 1970, 2175, 2487, 2488, 2883, 3037 [Case No. 17-4780].

SO ORDERED.

Dated: December ____ , 2022

LAURA TAYLOR SWAIN
United States District Judge

28380471.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
 The Commonwealth of Puerto Rico, et al.
 PROMESA Title III No. 17 BK 3283-LTS

Seventh - Fifteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Seventh Interim Fee Period (June 1 - September 30, 2019)							
Counsel to AAFAF - Commonwealth							
1-a O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54	\$ 95,431.25	\$ 183,905.55	\$ 11,930.41	\$ 5,273,693.29	\$ 171,975.14
Counsel to AAFAF - HTA							
1-b O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87	\$ 1,047.92	\$ 2,178.58	\$ 141.33	\$ 57,909.95	\$ 2,037.25
Counsel to AAFAF - ERS							
1-c O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11	\$ 9,106.05	\$ 56,015.15	\$ 3,633.84	\$ 503,216.06	\$ 52,381.31
Counsel to AAFAF - PREPA							
1-d O'Melveny & Myers [Dkt. No. 9354 and 17-4780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47	\$ 63,538.22	\$ 126,501.00	\$ 8,206.44	\$ 3,511,230.25	\$ 118,294.56
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
Counsel to AAFAF - Commonwealth							
2-a O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71	\$ 65,181.03	\$ 161,626.21	\$ 10,485.10	\$ 3,602,014.68	\$ 151,141.11
Counsel to AAFAF - HTA							
2-b O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05	\$ 3,445.04	\$ 3,277.17	\$ 212.60	\$ 190,379.01	\$ 3,064.57
Counsel to AAFAF - ERS							
2-c O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30	\$ 32,454.30	\$ 46,865.14	\$ 3,040.26	\$ 1,793,480.00	\$ 43,824.88
Counsel to AAFAF - PREPA							
2-d O'Melveny & Myers [17-4780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25	\$ 46,400.06	\$ 145,263.53	\$ 9,423.61	\$ 2,564,146.19	\$ 135,839.92
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
Counsel to AAFAF - Commonwealth							
3-a O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67	\$ 125,583.81	\$ 211,500.79	\$ 13,720.58	\$ 6,939,974.86	\$ 197,780.21
Counsel to AAFAF - ERS							
3-b O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45	\$ 44,189.93	\$ 51,467.03	\$ 3,338.79	\$ 2,442,010.52	\$ 48,128.24
Counsel to AAFAF - HTA							
3-c O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72	\$ 2,402.14	\$ 4,217.61	\$ 273.61	\$ 132,746.58	\$ 3,944.00
Counsel to AAFAF - PREPA							
3-d O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40	\$ 18,416.42	\$ 129,247.99	\$ 8,384.64	\$ 1,017,722.98	\$ 120,863.35
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)							
Counsel to AAFAF - Commonwealth							
4-a O'Melveny & Myers LLP [Dkt. No. 15477]	6/1 - 9/30/2020	\$ 3,523,753.04	\$ 62,631.47	\$ 210,123.92	\$ 13,631.26	\$ 3,461,121.57	\$ 196,492.66
Counsel to AAFAF - ERS							
4-b O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]	6/1 - 9/30/2020	\$ 1,426,389.95	\$ 25,352.77	\$ 74,371.80	\$ 4,824.68	\$ 1,401,037.18	\$ 69,547.12
Counsel to AAFAF - HTA							
4-c O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]	6/1 - 9/30/2020	\$ 88,672.00	\$ 1,576.06	\$ 2,182.88	\$ 141.61	\$ 87,095.94	\$ 2,041.27
Counsel to AAFAF - PREPA							
4-d O'Melveny & Myers LLP [17-4780 Dkt. No. 2487]	6/1 - 9/30/2020	\$ 795,045.59	\$ 14,131.20	\$ 129,247.99	\$ 8,384.64	\$ 780,914.39	\$ 120,863.35
Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)							
Investment Banker and Financial Advisor to FOMB							
5 Citigroup Global Markets Inc. [Dkt. No. 21457]	10/1/2020 - 1/31/2021	\$ 4,840,000.00	\$ -	\$ 10,606.80	\$ 2,624.10	\$ 4,840,000.00	\$ 7,982.70
Counsel to AAFAF - Commonwealth							
6-a O'Melveny & Myers LLP [Dkt. No. 16768]	10/1/2020 - 1/31/2021	\$ 3,401,048.00	\$ 60,450.50	\$ 181,441.88	\$ 11,770.59	\$ 3,340,597.50	\$ 169,671.29
Counsel to AAFAF - ERS							
6-b O'Melveny & Myers LLP [Dkt. No. 16769 and 17-3566 Dkt. No. 1156]	10/1/2020 - 1/31/2021	\$ 712,225.00	\$ 12,659.14	\$ 93,367.41	\$ 6,056.98	\$ 699,565.86	\$ 87,310.43
Counsel to AAFAF - HTA							
6-c O'Melveny & Myers LLP [Dkt. No. 16770 and 17-3567 Dkt. No. 1018]	10/1/2020 - 1/31/2021	\$ 73,920.50	\$ 1,313.87	\$ 4,409.76	\$ 286.07	\$ 72,606.63	\$ 4,123.69

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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 PROMESA Title III No. 17 BK 3283-LTS

Seventh - Fifteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Counsel to AAFAF - PREPA</i>							
6-d O'Melveny & Myers LLP [17-4780 Dkt. No. 2488]	10/1/2020 - 1/31/2021	\$ 458,356.00	\$ 8,146.86	\$ 148,074.10	\$ 9,605.94	\$ 450,209.14	\$ 138,468.16
Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
7 Citigroup Global Markets Inc. [Dkt. No. 21458]	2/1/2021 - 5/31/2021	\$ 4,840,000.00	\$ -	\$ 6,660.90	\$ 643.80	\$ 4,840,000.00	\$ 6,017.10
Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
8 Citigroup Global Markets Inc. [Dkt. No. 21727]	6/1/2021 - 9/30/2021	\$ 4,840,000.00	\$ -	\$ 3,859.20	\$ 432.90	\$ 4,840,000.00	\$ 3,426.30
<i>Puerto Rico Counsel to Special Claims Committee</i>							
9 Estrella, LLC [Dkt. No. 21343]	6/1/2021 - 9/30/2021	\$ 286,185.00	\$ 30,267.04	\$ 6,285.99	\$ -	\$ 255,917.96	\$ 6,285.99
Fourteenth Interim Fee Period (October 1, 2021 - January 31, 2022)							
<i>Investment Banker and Financial Advisor to FOMB</i>							
10 Citigroup Global Markets Inc. [Dkt. No. 21728]	10/1/2021 - 1/31/2022	\$ 4,840,000.00	\$ -	\$ 6,099.30	\$ 1,006.80	\$ 4,840,000.00	\$ 5,092.50
<i>Puerto Rico Counsel to Special Claims Committee</i>							
11 Estrella, LLC [Dkt. No. 21210]	10/1/2021 - 3/15/2022	\$ 211,550.50	\$ 22,373.66	\$ -	\$ -	\$ 189,176.84	\$ -
<i>Special Debt Financing Counsel to PREPA</i>							
12 Norton Rose Fulbright US LLP [Dkt. No. 22576 and 17-4780 Dkt. No. 3037]	8/1/2021 - 1/31/2022	\$ 116,951.50	\$ 278.00	\$ -	\$ -	\$ 116,673.50	\$ -
<i>Macroeconomic Consultant to the FOMB</i>							
13 Wolfe, Andrew [Dkt. No. 21446]	10/1/2021 - 1/31/2022	\$ 20,160.00	\$ -	\$ 1,926.72	\$ -	\$ 20,160.00	\$ 1,926.72
Fifteenth Interim Fee Period (February 1, 2022 - May 31, 2022)							
<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>							
14 Bennazar, Garcia & Milan, C.S.P. [Dkt. No. 21829]	2/1/2022 - 5/31/2022	\$ 164,777.50	\$ 1,012.50	\$ 4,512.16	\$ -	\$ 163,765.00	\$ 4,512.16
<i>Puerto Rico Conflicts Counsel to the FOMB - Commonwealth</i>							
15-a Cardona Fernandez, Ileana C. [Dkt. No. 21404]	2/1/2022 - 3/15/2022	\$ 1,665.00	\$ 337.50	\$ -	\$ -	\$ 1,327.50	\$ -
<i>Puerto Rico Conflicts Counsel to the FOMB - PREPA</i>							
15-b Cardona Fernandez, Ileana C. [17-4780 Dkt. No. 2883]	2/1/2022 - 5/31/2022	\$ 11,970.00	\$ -	\$ -	\$ -	\$ 11,970.00	\$ -
<i>Puerto Rico Conflicts Counsel to the Official Committee of Unsecured Creditors</i>							
16 Casillas, Santiago & Torres [Dkt. No. 21514]	2/1/2022 - 3/15/2022	\$ 280,727.00	\$ -	\$ 7,354.74	\$ -	\$ 280,727.00	\$ 7,354.74
<i>Investment Banker and Financial Advisor to FOMB</i>							
17 Citigroup Global Markets Inc. [Dkt. No. 21729]	2/1/2022 - 5/31/2022	\$ 4,840,000.00	\$ -	\$ 4,380.00	\$ -	\$ 4,840,000.00	\$ 4,380.00
<i>Financial Advisor to the Official Committee of Retired Employees</i>							
18 FTI Consulting, Inc. [Dkt. No. 21540]	2/1/2022 - 5/31/2022	\$ 219,899.50	\$ 17,352.50	\$ -	\$ -	\$ 202,547.00	\$ -
<i>Counsel to the Official Committee of Retired Employees</i>							
19 Jenner & Block LLP [Dkt. No. 21828]	2/1/2022 - 5/31/2022	\$ 474,525.68	\$ 41,020.58	\$ 18,072.35	\$ -	\$ 433,505.10	\$ 18,072.35
<i>Communications Advisor to the Official Committee of Unsecured Creditors</i>							
20 Kroma Advertising, Inc. [Dkt. No. 21516]	1/16/2022 - 4/15/2022	\$ 15,000.00	\$ -	\$ -	\$ -	\$ 15,000.00	\$ -
<i>Special Counsel to the FOMB</i>							
21 Luskin, Stern & Eisler LLP [Dkt. No. 22466]	2/1/2022 - 3/15/2022	\$ 10,096.50	\$ -	\$ -	\$ -	\$ 10,096.50	\$ -
<i>Information Agent to the Official Committee of Retired Employees</i>							
22 Marchand ICS Group [Dkt. No. 21830]	2/1/2022 - 5/31/2022	\$ 52,068.00	\$ 38.00	\$ 1,358.02	\$ -	\$ 52,030.00	\$ 1,358.02
<i>Macroeconomic Consultant to the FOMB</i>							
23 Wolfe, Andrew [Dkt. No. 21447]	2/1/2022 - 3/15/2022	\$ 4,410.00	\$ -	\$ 535.00	\$ -	\$ 4,410.00	\$ 535.00

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FINAL Fee Application Recommended:

Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Financial Advisor to FOMB</i>							
1 Kroll, LLC, f/k/a Duff & Phelps LLC [Dkt. No. 21997]	11/1/2018 - 7/31/2019	\$ 2,159,097.53	\$ 36,619.00	\$ 57,400.36	\$ -	\$ 2,122,478.53	\$ 57,400.36